

NOTICE STATEMENT

THIS NOTICE STATEMENT is made pursuant to Section 10 of the Easements with Covenants and Restrictions Affecting Land (the "ECR") dated effective July 20, 2007, recorded in the records of the Chancery Clerk's Office of DeSoto County, Mississippi at Book 564, page 334.

ORANGE GROVE UTILITIES, INC. ("OGU") is the owner of Lot 7N of the Final Plat of the Second Revision to Lot 7G of the Sixth Revision to Section "B", Briargate Commercial Subdivision recorded in Plat Book #96, Page 46 of the Chancery Clerk's Office of Desoto County, Mississippi, said Lot being more particularly described in Exhibit A attached hereto;

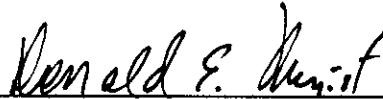
On December 21, 2007, OGU transferred an undivided fifty (50%) percent ownership interest in Lot 7N to Donald E. Theriot by way of Warranty Deed, a copy of which is attached hereto as Exhibit B. Additionally attached hereto as Exhibit C is a copy of the Unanimous Consent of the Trustee of Clarence Johnson, Jr., Residuary Trust, as Sole Shareholder of Orange Grove Utilities, Inc. and the Consent Resolution of the Directors of Orange Grove Utilities, Inc.

Any notice under the ECR intended for Donald E. Theriot shall be addressed in the following manner:

Donald E. Theriot
22990 Arcadia Road
Pass Christian, MS 39571
Ph: (504) 610-5328
Fax: (228) 452-3076
Email: detheriot@cableone.net

With a copy to:

Bordelon & Theriot
Attn: D. Erin Thomas
60355 Jacob Road
Slidell, LA 70461
Ph: (504) 810-9400
Fax: (225) 709-2465
Email: dethomas@charter.net



By: Donald E. Theriot
Date: December 27, 2007

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EXHIBIT A

Lot 7N of the Final Plat, Second Revision to Lot 7G of the Sixth Revision to Section "B", Briargate Commercial Subdivision, recorded in Plat Book 96, Page 46, in the Chancery Court Clerk's Office of DeSoto County, Mississippi.

Indexing: Located in Section 31, Township 1 South, Range 7 West,
DeSoto County, Mississippi

Tax Parcel # 10793108.0-00007.11

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WARRANTY DEED

12/21/07 10:12:18
BK 575 PG 152
DE SOTO COUNTY, MS
W.E. DAVIS, CH CLERK

BK 575 PG 595

ORANGE GROVE UTILITIES, INC.,
GRANTOR

TO

DONALD E. THERIOT,
GRANTEE

FOR AND IN CONSIDERATION of the sum of Ten Dollars (\$10.00) cash in hand paid, and other good and valuable considerations, the receipt of all of which is hereby acknowledged, **Orange Grove Utilities, Inc.**, a Mississippi corporation, does hereby sell, convey, and warrant unto **Donald E. Theriot**, an individual of the full age of majority ("Grantee"), an undivided fifty percent (50.00%) interest, the land lying and being situated in DeSoto County, Mississippi, described as follows, to wit (the "Property"):

**SEE EXHIBIT A, ATTACHED HERETO AND INCORPORATED HEREIN BY
REFERENCE, FOR PROPERTY DESCRIPTION**

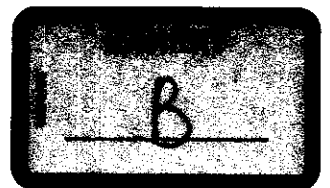
The warranty in this Deed is subject to the restrictions, covenants, rights of way and easements for public roads and public utilities set forth on Exhibit B, attached hereto and incorporated herein by reference, and to all building, zoning, subdivision and health department ordinances and regulations in effect in the City of Southaven and DeSoto County, Mississippi.

IT IS AGREED and understood that the 2007 City of Southaven and 2007 DeSoto County taxes have not been prorated between Grantor and Grantee as Brinker Mississippi, Inc., the tenant occupying the Property, is responsible for payment of the foregoing taxes. Possession is to be given with delivery of this Deed.

Donald Theriot
Jd ex

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WITNESS the signature of the Grantor this the 21st day of December, 2007.

BK 575 PG 596

ORANGE GROVE UTILITIES, INC.
(a Mississippi corporation)

By: 

Name: Steven H. Day

Title: Vice-President

STATE OF MISSISSIPPI
COUNTY OF Harrison

Personally appeared before me, the undersigned authority in and for the said county and state, on this 19 day of December, 2007, within my jurisdiction, the within named Steven H. Day, who acknowledged that he is the Vice-President of Orange Grove Utilities, Inc., and that for and on behalf of the said Orange Grove Utilities, Inc., and as its act and deed, he signed, delivered and executed the above and foregoing instrument, after first having been duly authorized by the said Orange Grove Utilities, Inc. to do so.

Pamela S. Bruhnke
Notary Public

My Commission Expires:
Feb 8, 2011



Grantor's Address:
Orange Grove Utilities, Inc.
110 South Wilson Blvd.
Gulfport, MS 39503
(228) 831-9289

Grantee's Addresses:
Donald E. Theriot
22990 Arcadia Road
Pass Christian, MS 39571
(504) 610-5328

Return To:
D. Erin Thomas, Paralegal
BORDELON & THERIOT
60355 Jacob Rd.
Slidell, LA 70461
(504) 810-9400

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EXHIBIT A

BK 575 PG 598

Lot 7N of the Final Plat, Second Revision to Lot 7G of the Sixth Revision to Section "B",
Briargate Commercial Subdivision, recorded in Plat Book 96, Page 46, in the Chancery Court
Clerk's Office of DeSoto County, Mississippi.

Indexing: Located in Section 31, Township 1 South, Range 7 West,
DeSoto County, Mississippi

Tax Parcel # 10793108.0-00007.11



EXHIBIT B

BK 575 PG 599

1. City of Southaven and DeSoto County taxes for the year 2007, not yet due and payable, which the Grantee assumes and agrees to pay a fifty (50%) prorate portion.
2. Subdivision restrictions, building lines and easements of record in Plat Book 92, Page 2 and Plat Book 96, Page 46 in the Chancery Court Clerk's Office of DeSoto County, Mississippi.
3. Building Lines, Utility Easements and Notes as shown on Final Plat, Fifth Revision to Section "B" Briargate Commercial Subdivision of record in Plat Book 78, Pages 2-3, and Final Plat, Sixth Revision to Section "B", Briargate Commercial Subdivision, of record in Plat Book 85, Page 15, in the Chancery Court Clerk's Office of DeSoto County, Mississippi (Note: Prior Revisions to said Final Plat, Fifth Revision, were superseded).
4. Right-of-Way Instrument (Entergy Mississippi, Inc.) of record in Deed Book 373, Page 784 in the aforesaid Clerk's Office.
5. Drainage Easements reserved pursuant to the Second Amendment to Declaration of Protective Covenants, Agreements, Easements, Charges and Liens for Goodman Road Business Park (AKA Briargate Commercial Subdivision) and Reservation of Drainage Easements of record in Book 495, Page 411, as re-recorded in Book 496, Page 406, in the aforesaid Clerk's Office.
6. Matters shown on that certain ALTA/ACSM Boundary Survey dated February 21, 2005 and revised March 24, 2005 by Jones-Davis & Associates, Inc.
7. Restrictive Covenant of record in Book 499, Page 534 in the aforesaid Clerk's Office.
8. Right-of-Way Instrument (Entergy Mississippi, Inc.) of record in Book 545, Page 565 in the aforesaid Clerk's Office.
9. Terms, restrictions, covenants and easements contained in the Memorandum of Lease of record in Book 114, Page 545 in the aforesaid Clerk's Office, as amended by the First Amendment to Memorandum of Lease of record in the aforesaid Clerk's Office.



**CONSENT RESOLUTION OF THE DIRECTORS
OF ORANGE GROVE UTILITIES, INC.**

The undersigned, being the President, Vice President and Directors of Orange Grove Utilities, Inc. (the "Company"), a Mississippi corporation, hereby declare the following as the action of the Directors of the Company, to wit:


WHEREAS, that the Company has entered into an Agreement to Purchase and Sell dated December 5, 2007, by and between Manhattan Square Limited Partnership (subsequently assigned to Donald E. Theriot) ("Purchaser") and Orange Grove Utilities, Inc., ("Seller") (the "Purchase Agreement") pertaining to the sale of fifty (50%) percent of the property commonly known as the On The Border, 6572 Airways Blvd., City of Southaven, County of DeSoto, State of Mississippi, as more particularly described on Exhibit "A" (the "Property") attached hereto and by this reference made a part hereof (the "Transaction").

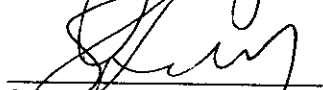
RESOLVED, that the Purchase Agreement is hereby ratified and that the Company is hereby authorized to consummate the Transaction.

RESOLVED, that Steven H. Day, as Vice President of Orange Grove Utilities, Inc., is hereby authorized and instructed for and on behalf of the Company to execute any and all documents necessary and appropriate for the sale of fifty (50%) of the Property for consideration of Six Hundred Thirteen Thousand and No/100 (\$613,000.00) Dollars, as set forth in the Purchase Agreement.

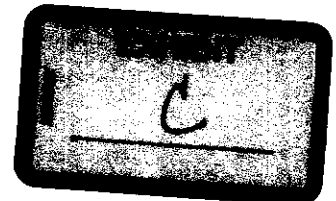
FURTHER RESOLVED, that Steven H. Day in his capacity as Vice President of the Company is hereby authorized and instructed for and on behalf of the Company to execute any and all documents in connection with the closing of the Transaction including, but not limited to, the Assignment and Assumption of Lease Agreement, settlement statement, deed and certain other documents, certificates, agreements and other instruments referred to therein or contemplated thereby and all instruments, certificates, agreements, and other documents to effect the sale of fifty (50%) percent of the Property (collectively the "Transaction Documents"), on behalf of the Company as may be reasonably required by the closing agent, and all such Transaction Documents shall, upon execution by the said Steven H. Day in his capacity as Vice President, be the valid, enforceable, and legally binding acts and deeds of the Company.

Executed effective as of the 21st day of Decmeber, 2007.


Kathy J. Day, Director and President


Steven H. Day, Vice President


Ruby J. Johnson, Director



UNANIMOUS CONSENT OF THE TRUSTEE OF CLARENCE JOHNSON, JR.
RESIDUARY TRUST, AS SOLE SHAREHOLDER OF
ORANGE GROVE UTILITIES, INC.

The undersigned, Kathy Johnson Day, appearing herein in her capacity as Trustee of the Clarence Johnson, Jr. Residuary Trust, the registered holder of all the outstanding shares of Orange Grove Utilities, Inc. ("OGU") having voting power on the matters set forth herein, hereby consents to the following corporate action:

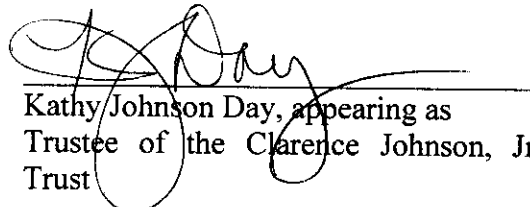
WHEREAS, Kathy J. Day and/or Steven H. Day in their capacity as President and Vice President respectively of the Company are hereby authorized and instructed for and on behalf of OGU to execute any and all documents in connection with the sale of 50% of the property commonly known as the On The Border, 6572 Airways Blvd., City of Southaven, County of DeSoto, State of Mississippi.

RESOLVED, that all actions of the Board of Directors of OGU, as adopted in the unanimous consents of its Board of Directors dated December 21, 2007, including those resolutions set forth hereinafter, are hereby adopted, approved and ratified.

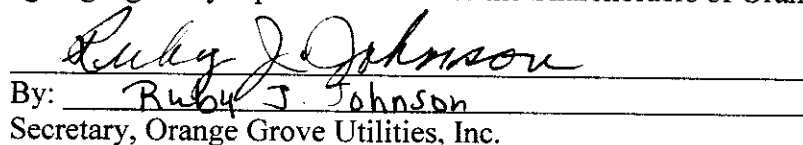
RESOLVED, Kathy J. Day and/or Steven H. Day in their capacity as President and Vice President respectively of OGU are hereby authorized and instructed for and on behalf of the OGU to execute any and all documents in connection with the sale of 50% of the property commonly known as the On The Border, 6572 Airways Blvd., City of Southaven, County of DeSoto, State of Mississippi, including but not limited to the deed, settlement statement, assignment of lease, exchange documents and certain other documents, certificates, agreements and other instruments referred to therein or contemplated thereby and all instruments, certificates, agreements, and other documents to effect the sale of 50% of the Property (collectively the "Transaction Documents"), on behalf of OGU as may be reasonably required by the closing agent, and all such documents or agreements shall, upon execution by the said Kathy J. Day and/or Steven H. Day in their capacity as President and Vice President respectively, be the valid, enforceable, and legally binding acts and deeds of the Stockholders of the Company.

RESOLVED, that the officers of the Corporation are authorized and instructed to carry out such actions as may be necessary to effectuate the foregoing resolutions.

This Unanimous Consent of Shareholders is dated the 21st day of December, 2007.


 Kathy Johnson Day, appearing as
 Trustee of the Clarence Johnson, Jr. Residuary
 Trust

The foregoing signatory represents 100% of the Shareholders of Orange Grove Utilities, Inc.


 By: Ruby J. Johnson
 Secretary, Orange Grove Utilities, Inc.